

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS, WESTERN DIVISION**

ULTRASONIC POWER CORPORATION,

Plaintiff,

v.

CREST ULTRASONICS CORP.,

Defendant.

CIVIL ACTION NO. 07-CV-50220

Judge Frederick J. Kapala

Magistrate Judge P. Michael Mahoney

**DECLARATION OF J. MICHAEL GOODSON**

I, J. Michael Goodson, hereby declare:

1. I am the Chief Executive Officer of The Crest Group Inc., parent corporation of defendant, Crest Ultrasonic Corp. ("Crest"). I make this Declaration based on my personal knowledge and information contained in records available to me in my official capacities with The Crest Group Inc. and its subsidiary, Crest Ultrasonic Corp. I am fully familiar with this proceeding as well as the specific matters set forth herein.

2. I submit this Declaration in support of Crest's motion to transfer venue of this action from this District to the District of New Jersey, Trenton Vicinage.

3. Crest was founded in 1963 by Edward Cook.

4. Crest first utilized the Vibra-Bar transducer design consisting of two transducer stacks which permit simultaneous multiple frequencies in the mid-to-late 1960s.

5. Crest has used the terms "Vibra-Bar" and "simultaneous multi-frequency" in its marketing and sales materials to describe the features, characteristics, and qualities of its ultrasonic systems and products that utilize the Vibra-Bar transducer design continuously from the 1960's to the present date.

6. From the 1960's to the present, Crest has marketed and sold its ultrasonics products throughout the United States, and has used the terms "Vibra-Bar" and "simultaneous multi-frequency" to describe the features, characteristics and qualities of its ultrasonic systems and products that utilize the Vibra-Bar transducer design in connection with this national marketing and sales effort.

7. Crest selected the terms "Vibra-Bar" and "simultaneous multi-frequency" to identify and describe its ultrasonics products that utilize the Vibra-Bar transducer design in its Trenton, New Jersey headquarters, and oversaw the use of those terms in the marketing and sales of its ultrasonics products from those headquarters.

8. The current Crest employees responsible for the selection, adoption, and use of the terms included in Crest's marketing and sales materials, including the terms "Vibra-Bar" and "simultaneous multi-frequency," as well as the marketing and sale of Crest's ultrasonic products, are located in New Jersey.

9. Moreover, all of Crest's records relating to its selection, adoption, and use of "Vibra-Bar" and "simultaneous multi-frequency", and its marketing and sale of its ultrasonics products, are in New Jersey.

10. Crest has identified three former employees residing in the New Jersey area who are competent to testify regarding Crest's continuous use of the terms "Vibra-Bar" and "simultaneous multi-frequency" since the 1960's. These non-party witnesses are: (1) William Cane, who resides at 60 River Drive, Titusville, New Jersey 08560; (2) Donald Steaver, who resides at 108 Old 518 Road East, Lambertville, New Jersey 08530; and (3) Maryann Wylie, who resides at 103 Winding Way, Morrisville, Pennsylvania 19067.

13. In addition to Edward Cook, UPC's workforce consisted of approximately seven to eight employees that were formerly employed by Crest.

14. Edward Cook currently resides in or near Vero Beach, Florida.

15. Upon information and belief, most of the other former Crest employees who commenced work for UPC in 1972 still reside in the New Jersey area.

16. Upon information and belief, there are no potential witnesses residing in the State of Illinois with personal knowledge of:

- a. UPC's filing of the trademark application for Vibra-Bar in 1984; and
- b. Crest's use of the terms "vibra-bar and "simultaneous multi-frequency" to describe the features, characteristics and qualities of its ultrasonic systems and products prior to UPC relocating to Illinois.

17. Presently, Crest employs a workforce of approximately 40 employees.

18. Upon information and belief, UPC employs a workforce of approximately 25 employees.

19. I declare under penalty of perjury that the foregoing is true and correct.

  
J. MICHAEL GOODSON

**DATED: April 16, 2008**